

EXHIBIT 31

Certificate of Registration



This Certificate issued under the seal of the Copyright Office in accordance with title 17, *United States Code*, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Maria A. Pallante

Register of Copyrights, United States of America

Registration Number
VA 1-788-243

**Effective date of
registration:**
August 1, 2011

Title

Title of Work: Salt Life Palm Tree
Nature of Work: Graphic design

Completion/Publication

Year of Completion: 2007
Date of 1st Publication: August 16, 2007 **Nation of 1st Publication:** United States

Author

■ **Author:** Steve Barber
Author Created: 2-Dimensional artwork

Work made for hire: No
Citizen of: United States
Anonymous: No

Pseudonymous: No

Copyright claimant

Copyright Claimant: Salt Life Holdings, LLC
13051 Beach Blvd., Suite 300, Jacksonville, FL, 32246
Transfer Statement: By written agreement

Limitation of copyright claim

Material excluded from this claim: Salt Life words graphic design
Previously registered: No
New material included in claim: Adaptation of Salt Life words graphic design and addition of palm tree graphic design

Certification

Name: Keith Combs
Date: July 5, 2011

Copyright Office fees are subject to change. For current fees, check the Copyright Office website at www.copyright.gov, write the Copyright Office, or call (202) 707-3000.

Form VA
For a Work of the Visual Arts
UNITED STATES COPYRIGHT OFFICE
REGISTRATION NUMBER

Privacy Act Notice: Sections 408-410 of title 17 of the *United States Code* authorize the Copyright Office to collect the personally identifying information requested on this form in order to process the application for copyright registration. By providing this information you are agreeing to routine uses of the information that include publication to give legal notice of your copyright claim as required by 17 U.S.C. §705. It will appear in the Office's online catalog. If you do not provide the information requested, registration may be refused or delayed, and you may not be entitled to certain relief, remedies, and benefits under the copyright law.

VA VAU
EFFECTIVE DATE OF REGISTRATION

Month Day Year

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

1 TITLE OF THIS WORK ▼ Salt Life Palm Tree NATURE OF THIS WORK ▼ See instructions Graphic design

PREVIOUS OR ALTERNATIVE TITLES ▼

PUBLICATION AS A CONTRIBUTION If this work was published as a contribution to a periodical, serial, or collection, give information about the collective work in which the contribution appeared. Title of Collective Work ▼

If published in a periodical or serial give: Volume ▼ Number ▼ Issue Date ▼ On Pages ▼

2 a NAME OF AUTHOR ▼ Steve Barber DATES OF BIRTH AND DEATH
Year Born ▼ Year Died ▼

WAS THIS CONTRIBUTION TO THE WORK A "WORK MADE FOR HIRE"? ☐ Yes ☒ No

AUTHOR'S NATIONALITY OR DOMICILE
Name of Country OR { Citizen of USA Domiciled in

WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK
Anonymous? ☐ Yes ☒ No Pseudonymous? ☐ Yes ☒ No If the answer to either of these questions is "Yes," see detailed instructions.

NATURE OF AUTHORSHIP Check appropriate box(es). See instructions

☒ 3-Dimensional sculpture ☐ Map ☐ Technical drawing
☒ 2-Dimensional artwork ☐ Photograph ☐ Text
☐ Reproduction of work of art ☐ Jewelry design ☐ Architectural work

NOTE
Under the law, the "author" of a "work made for hire" is generally the employer, not the employee (see instructions). For any part of this work that was "made for hire" check "Yes" in the space provided, give the employer (or other person for whom the work was prepared) as "Author" of that part, and leave the space for dates of birth and death blank.

b NAME OF AUTHOR ▼ DATES OF BIRTH AND DEATH
Year Born ▼ Year Died ▼

WAS THIS CONTRIBUTION TO THE WORK A "WORK MADE FOR HIRE"? ☐ Yes ☐ No

AUTHOR'S NATIONALITY OR DOMICILE
Name of Country OR { Citizen of Domiciled in

WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK
Anonymous? ☐ Yes ☐ No Pseudonymous? ☐ Yes ☐ No If the answer to either of these questions is "Yes," see detailed instructions.

NATURE OF AUTHORSHIP Check appropriate box(es). See instructions

☐ 3-Dimensional sculpture ☐ Map ☐ Technical drawing
☐ 2-Dimensional artwork ☐ Photograph ☐ Text
☐ Reproduction of work of art ☐ Jewelry design ☐ Architectural work

3 a YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED 2007 This information must be given in all cases. b DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK
Month 08 Day 16 Year 2007
U.S.A. Nation

4 COPYRIGHT CLAIMANT(S) Name and address must be given even if the claimant is the same as the author given in space 2. ▼ Salt Life Holdings, LLC
13051 Beach Blvd., Suite 300, Jacksonville, FL 32246

TRANSFER If the claimant(s) named here in space 4 is (are) different from the author(s) named in space 2, give a brief statement of how the claimant(s) obtained ownership of the copyright. ▼
By written agreement

APPLICATION RECEIVED
ONE DEPOSIT RECEIVED
TWO DEPOSITS RECEIVED
FUNDS RECEIVED

DO NOT WRITE HERE OFFICE USE ONLY

See instructions before completing this space.

MORE ON BACK ► • Complete all applicable spaces (numbers 5-9) on the reverse side of this page.
• See detailed instructions. • Sign the form at line 8.

DO NOT WRITE HERE
Page 1 of pages

EXAMINED BY

FORM VA

CHECKED BY

CORRESPONDENCE

☐ YesFOR
COPYRIGHT
OFFICE
USE
ONLY

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office?

☐ Yes ☒ No If your answer is "Yes," why is another registration being sought? (Check appropriate box.) ▼a. ☐ This is the first published edition of a work previously registered in unpublished form.b. ☐ This is the first application submitted by this author as copyright claimant.c. ☐ This is a changed version of the work, as shown by space 6 on this application.

If your answer is "Yes," give: Previous Registration Number ▼

Year of Registration ▼

5

DERIVATIVE WORK OR COMPILATION Complete both space 6a and 6b for a derivative work; complete only 6b for a compilation.

a. Preexisting Material Identify any preexisting work or works that this work is based on or incorporates. ▼

Salt Life words graphic design

a

6

See instructions
before completing
this space.

b. Material Added to This Work Give a brief, general statement of the material that has been added to this work and in which copyright is claimed. ▼

Adaptation of Salt Life words graphic design and addition of palm tree graphic design

b

DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account.
Name ▼ Account Number ▼

a

7

CORRESPONDENCE Give name and address to which correspondence about this application should be sent. Name/Address/Apt/City/State/Zip ▼

Katharine F. Rowe Smith, Gambrell & Russell, LLP
50 N. Laura Street, Suite 2600
Jacksonville, FL 32202

b

Area code and daytime telephone number (904) 598-6112

Fax number (904) 598-6212

Email krowe@sgrlaw.com

CERTIFICATION* I, the undersigned, hereby certify that I am the

check only one ►

☐ author☐ other copyright claimant☐ owner of exclusive right(s)☒ authorized agent of Salt Life Holdings, LLC

Name of author or other copyright claimant, or owner of exclusive right(s) ▲

of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

Typed or printed name and date ▼ If this application gives a date of publication in space 3, do not sign and submit it before that date.

Keith Combs, Managing Director

Date 7.5.2011

Handwritten signature (X) ▼

X

8

Certificate
will be
mailed in
window
envelope
to this
address:Name ▼
Katharine F. Rowe Smith, Gambrell & Russell, LLPNumber/Street/Apt ▼
50 N. Laura Street, Suite 2600City/State/Zip ▼
Jacksonville, FL 32202

YOU MUST:

- Complete all necessary spaces
- Sign your application in space 8

SEND ALL 3 ELEMENTS
IN THE SAME PACKAGE:

1. Application form
2. Nonrefundable filing fee in check or money order payable to Register of Copyrights
3. Deposit material

MAIL TO:

Library of Congress
Copyright Office-VA
101 Independence Avenue SE
Washington, DC 20559-6211

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*17 U.S.C. §506(e): Any person who knowingly makes a false representation of a material fact in the application for copyright registration provided for by section 409, or in any written statement filed in connection with the application, shall be fined not more than \$2,500.



DESIGN AGREEMENT

This agreement (the "Design Agreement") is by and between Salt Life Holdings, LLC ("Salt Life") with offices at 13051 Beach Boulevard Suite 300, Jacksonville, Florida 32246, and

Stephen Barber, an individual residing at
Jacksonville FL ("Designer").

1. For ten dollars (\$10.00) and other good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound hereby, Designer hereby agrees as follows:

(a) Designer is the artist who created the design attached hereto as Exhibit A (the "Design") (not including the SALT LIFE word mark that may form a part thereof, all rights in which mark Designer acknowledges and agrees are owned by Salt Life Holdings, LLC). Designer created the Design for and on behalf of Salt Life and intended and intends for Salt Life to own all rights therein.

(b) Designer hereby confirms and agrees that: Salt Life specially commissioned Designer to create the Design for Salt Life; Salt Life owns and/or is to own all right, title and interest in the Design; and Designer does hereby irrevocably assign to Salt Life all right, title and interest, including copyright, in and to the Design to the extent not already owned by Salt Life. The rights assigned include all rights to sue for present, past and future infringement of the Design.

(c) Designer warrants and represents to Salt Life that: Designer is the sole author and artist of the Design; the Design is Designer's original work and does not infringe upon the rights of others; and Designer has the authority and right to enter into this Design Agreement and grant the rights herein granted.

(d) Designer hereby waives any moral rights and any requirement that Designer's name be used in connection with the Design. Designer agrees that Salt Life's rights are freely transferable. Designer agrees to take such actions and to execute such further documents as Salt Life may request from time to time to perfect all right, title and interest in the Design in Salt Life, and to effectuate the terms of this Design Agreement.

2. The parties agree that this is the entire agreement between the parties with respect to the Design and that all prior agreements between them with respect to the Design are hereby terminated, superceded, void and of no further effect.

SIGNED AND AGREED TO:

SALT LIFE HOLDINGS, LLC

By: 

Title: MANAGING PARTNER

Dated: 12/14/10

[NAME OF DESIGNER]

Stephen Barber

Dated: 12/14/10

"Signature of Palm"

